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September 19, 2000

RECORDATION NO. 23102 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 21 '00 2-22 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Equipment Lease, dated as of June, 6, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessee: Birmingham Southeast, L.L.C.
1000 Urban Center Dr., Suite 300
Birmingham, AL 35242-2516

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

A description of the railroad equipment covered by the enclosed document is:

10 railcars within the series JTLX 38 - JTLX 91

Mr. Vernon A. Williams
September 19, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Railroad Equipment Lease between Joseph Leasing, Ltd.,
Lessor, and Birmingham Southeast L.L.C., Lessee, covering 10 railcars
within the series JTLX 38 - JTLX 91.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SEP 21 '00

2-22 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 6th day of June, 2000, is intended to evidence the lease dated as of June 6, 2000 (the "Lease"), between **JOSEPH LEASING LTD**, an Ohio limited liability company ("Lessor"), **BIRMINGHAM SOUTHEAST, L.L.C.**, a Delaware limited liability company ("Lessee"), and **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Manager") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ten (10) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, Lessee and Manager, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH LEASING LTD. (FORMERLY
DJJ LEASING LTD.) for itself as Lessor
and on behalf of Joseph Transportation
Services, Inc. (formerly DJJ
Transportation Services, Inc.) as
Manager**

By: *Lynne Rentschler*Name: Lynne RentschlerTitle: Vice PresidentDate: June 6, 2000**BIRMINGHAM SOUTHEAST, L.L.C.**By: *James A. Todd, Jr.*Name: James A. Todd, Jr.Title: Chief Administrative OfficerDate: 6/27/00

EXHIBIT A

To the Memorandum of Lease dated June 6, 2000, between Joseph Leasing Ltd., Birmingham Southeast, L.L.C. and Joseph Transportation Services, Inc.

DESCRIPTION OF UNITS

Ten (10) railcars bearing reporting marks as follows:

JTLX 38	JTLX 40	JTLX 53	JTLX 88	JTLX 84
JTLX 44	JTLX 45	JTLX 60	JTLX 89	JTLX 91

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 6th day of June, 2000 by Lynne Rentschler, the Vice President of Joseph Leasing Ltd., an Ohio limited liability company and Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF ALABAMA)
) SS:
COUNTY OF Jefferson)

The foregoing instrument was acknowledged before me this 27th day of June, 2000, by James A. Todd, Jr., the Chief Administrative of Birmingham Southeast, L.L.C., a limited liability company on behalf of the company.
Officer

Darlene R. Lyles
Notary Public

My Commission expires:

July 19, 2000